

UNITED STATES BANKRUPTCY COURT	§	
SOUTHERN DISTRICT OF NEW YORK	§	
	§	Chapter 11
	§	
In re	§	Case No. 05-44481 (RDD)
	§	
DELPHI CORPORATION, et al.,	§	
	§	(Jointly Administered)
Debtors.	§	

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF TEXAS)
)
COUNTY OF EL PASO)

BEFORE ME, the undersigned authority, on this day personally appeared Clyde A. Pine, Jr., known to me to be the person whose name is subscribed to the following instrument, who, after being by me duly sworn, upon his oath deposed and stated as follows:

"My name is Clyde A. Pine, Jr. I am over the age of eighteen years, am an adult resident of the State of Texas, have not been convicted of a crime, and am competent and able to testify herein. I am fully aware, cognizant, and have personal knowledge of all the facts and statements contained herein, and am able to swear, and do swear, that all facts and statements contained herein are true and correct.

1. I am a principal of Mounce, Green, Myers, Safi & Galatzan, P.C. ("MGMSG") which firm maintains offices at 100 N. Stanton, Suite 1700, El Paso, Texas 79901.

2. Neither I, MGMSG, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-

possession (the “Debtors”), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. MGMSG, has represented and advised the Debtors in El Paso, Texas and border region Texas with respect to a broad range of aspects of the Debtors’ businesses.

4. The Debtors have requested, and MGMSG has agreed, to continue to represent and advise the Debtors pursuant to section 327(a) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the “Bankruptcy Code”), with respect to such matters. Additionally, the Debtors have requested, and MGMSG proposes, to render the following services to the Debtors: Other legal services in such areas, if, and as requested in the future by debtors.

5. MGMSG’s current fees arrangement is an hourly arrangement, with a rate of \$165.00/hour.

6. Except as set forth herein, no promises have been received by MGMSG or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. MGMSG has no agreement with any entity to share with such entity any compensation received by MGMSG.

8. MGMSG and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. MGMSG does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have

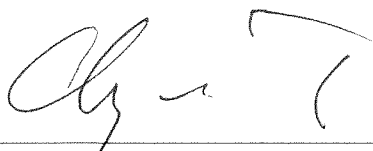
any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, MGMSG, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which MGMSG is to be engaged.

10. In view of the foregoing, MGMSG is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

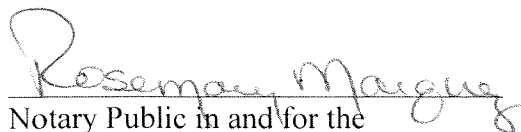
11. The foregoing constitutes the statement of MGMSG pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

Further affiant sayeth not."

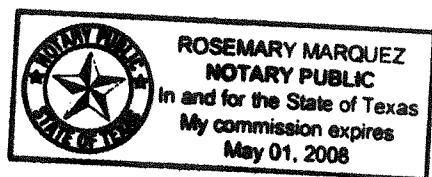


Clyde A. Pine, Jr.

SUBSCRIBED TO AND SWORN TO before me on this 5th day of January, 2006, to certify which witness my hand and seal.



Notary Public in and for the
State of Texas



CERTIFICATE OF SERVICE

I, Clyde A. Pine, Jr., hereby certify that on January 5, 2006, I served a copy of the Affidavit of Legal Ordinary Counsel Professional upon the following interested parties via first class mail:

Afaf Vicky Farah, Esq.
201 East Liberty Street
Ann Arbor, MI 48104

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, NY 10022

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, NY 10017

Skadden, Arps, Slate, Meagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606

Davis Polk & Wardell
Attention: Mariane Melican, Esq.
450 Lexington Avenue
New York, NY 10017

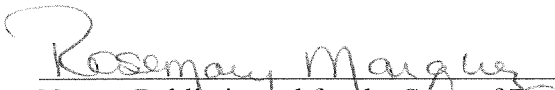
United States Trustee
Attention: Alicia M. Leonhard Esq.
33 Whitehall Street
Suite 2100
New York, NY 10044

Dated: January 5, 2006



Clyde A. Pine, Jr.

Subscribed and sworn before me this 5th day of January, 2006.



Notary Public in and for the State of Texas

